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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, ROBIN INDUSTRIES, INC., BERLIN DIVISION, ROBIN  
INDUSTRIES, INC., ELASTO TEC DIVISION, AND ROBIN MEXICANA S DE RL  
DE CV DISALLOWING AND EXPUNGING PROOFS OF ADMINISTRATIVE  
EXPENSE CLAIM NUMBERS 19790, 19791, AND 19796

(ROBIN INDUSTRIES, INC., BERLIN DIVISION, ROBIN INDUSTRIES, INC.,  
ELASTO TEC DIVISION, AND ROBIN MEXICANA S DE RL DE CV)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Robin Industries, Inc., Berlin Division ("Robin Berlin"), Robin Industries, Inc., Elasto Tec Division ("Robin Elasto"), and Robin Mexicana S de RL de CV ("Robin Mexicana," and together with Robin Berlin and Robin Elasto, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Robin Industries, Inc., Berlin Division, Robin Industries, Inc., Elasto Tec Division, And Robin Mexicana S de RL de CV Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19790, 19791, And 19796 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (together, the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court"); and

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp; and

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests"; and

WHEREAS, on November 5, 2009, Robin Berlin filed proof of administrative expense claim number 19790 ("Claim 19790") against Delphi asserting an administrative expense priority claim in the amount of \$48,602.87 on account of goods sold.

WHEREAS, on November 5, 2009, Robin Elasto filed proof of administrative expense claim number 19791 ("Claim 19791") against Delphi asserting an administrative expense priority claim in the amount of \$403,464.62 on account of goods sold; and

WHEREAS, on November 5, 2009, Robin Mexicana filed proof of administrative expense claim number 19796 ("Claim 19796" and together with Claim 19790 and Claim 19791, the "Claims") against Delphi asserting an administrative expense priority claim in the amount of \$265,566.57 on account of goods sold; and

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection"); and

WHEREAS, on February 17, 2010, Robin Berlin filed the Response Of Robin Industries, Inc., Berlin Division To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate

Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19476) (the "First Response"); and

WHEREAS, on February 17, 2010, Robin Elasto filed the Response Of Robin Industries, Inc., Elasto Tec Division To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19477) (the "Second Response"); and

WHEREAS, on February 17, 2010, Robin Mexicana filed the Response Of Robin Industries, Inc., Mexicana S de RL de CV To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19481) (the "Third Response," and together with the First Response and Second Response, the "Responses"); and

WHEREAS, between the Petition Date and the date hereof, each of the Claims has been satisfied in full; and

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of the Claims will be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 19790 is hereby disallowed and expunged in its entirety.
2. Claim 19791 is hereby disallowed and expunged in its entirety.
3. Claim 19796 is hereby disallowed and expunged in its entirety.
4. Each of the Responses is hereby deemed withdrawn with prejudice.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15<sup>th</sup> day of February, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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